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*Attorneys for Official Committee of
Unsecured Creditors*

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF WYOMING**

In re:)
)
POWELLVALLEY HEALTH CARE, INC.,) **Case No. 16-20326**
)
) **Chapter 11**
Debtor.)

**COVER SHEET TO SPENCER FANE LLP'S
FIRST APPLICATION FOR INTERIM COMPENSATION
AND REIMBURSEMENT OF EXPENSES**

Interim Application
Final Application

Name of Applicant: Spencer Fane LLP

Date of Order Authorizing Employment: July 19, 2016

Period for which compensation is requested: June 16, 2016 through November 30, 2016

Fees and Expenses:

Fees paid prepetition	\$ 0.00	Expenses paid prepetition	\$ 0.00
Fees requested from Estate	\$170,862.72	Expenses requested from Estate	\$1,265.76
Total of fees requested	\$170,862.72	Total of expenses requested	\$1,265.76

Total amount of fees and expenses requested for the above stated period: \$172,092.48.

Total hours billed and applicable billing rate for each person requesting fees as part of this application¹:

Timekeeper	CODE	Position	Hourly Rate	Hours Billed	Amount
Philip A. Pearlman	PAP	Partner	369.00 - 410.00	90.40	35,694.60
Scott J. Goldstein	SJG	Partner	212.50 - 425.00	249.15	98,672.25
Lisa A. Epps	LAE	Partner	400.00	9.70	3,880.00
Bryant T. Lamer	BRL	Partner	167.50 - 335.00	35.50	9,346.50
Jamie N. Cotter	JNC	Partner	259.25 - 305.00	40.50	11,890.42
Ryan Hardy	RH	Associate	189.00	17.20	3,250.80
Jacob Hollars	JH	Associate	208.25 - 245.00	30.40	6,460.65
Andrea M. Chase	AMC	Associate	235.00	4.30	1,010.50
Lisa F. Wright	LFW	Paralegal	150.00 / 135.00	4.60	621.00
TOTAL				481.75	170,826.72

This is the first application filed by Applicant.

Dated: December 20, 2016 SPENCER FANE LLP

By: /s/ Jamie N. Cotter

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ATTORNEYS FOR OFFICIAL COMMITTEE
OF UNSECURED CREDITORS

¹ The reason for the different rates is that the Committee has provided substantial discounts in this case, and the bills at times reflect reduced rates for different time periods.

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POWELL VALLEY HEALTH CARE,)
INC.) **Case No. 16-20326**
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Debtor.)

**SPENCER FANE LLP'S FIRST APPLICATION FOR
INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Spencer Fane LLP (“**Applicant**”) on behalf of the Official Committee of Unsecured Creditors (the “Committee”) respectfully represents as follows:

INTRODUCTION

1. The Debtor, Powell Valley Health Care (“PVHC”), filed a voluntary Chapter 11 petition on May 16, 2016 (“**Petition Date**”).
2. Daniel J. Morse is the duly qualified and acting representative for the United States Trustee’s Office (“**Trustee**”).
3. On June 21, 2016, the Trustee filed its Notice of Appointment of the Official Committee of Unsecured Creditors for the Debtor’s Chapter 11 bankruptcy estate (the “**Committee**”).

4. On July 14, 2016, the Committee filed its Application to Employ Spencer Fane LLP as Counsel for the Official Committee of Unsecured Creditors. On July 19, 2016, the Court entered an Order Approving Employment of Attorneys for the Committee.

5. Pursuant to its appointment, Applicant has performed professional services in connection with the representation of the Committee in this case from June 16, 2016 through November 30, 2016 (“**First Interim Period**”). In connection therewith, Applicant necessarily incurred costs and expenses, and by this application, Applicant seeks interim allowance of compensation and reimbursement of expenses in the amounts of \$170,826.72 and \$1,265.76, respectively, for a total of \$172,092.48.

FIRST INTERIM APPLICATION

Applicant has not previously been granted any awards of compensation in this case.

Applicant’s services and disbursements are summarized in detail in this application and in the accompanying exhibits.

Attorneys Performing Services¹

The following attorneys and paralegals performed professional services during the First Interim Period for which compensation is sought, as indicated:

Timekeeper	CODE	Position	Hourly Rate	Hours Billed	Amount
Philip A. Pearlman	PAP	Partner	369.00 - 410.00	90.40	35,694.60
Scott J. Goldstein	SJG	Partner	212.50 - 425.00	249.15	98,672.25
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Lisa F. Wright	LFW	Paralegal	150.00 / 135.00	4.60	621.00
TOTAL				481.75	170,826.72

¹ The reason for the different rates is that the Committee has provided substantial discounts in this case, and the bills at times reflect reduced rates for different time periods.

Nature of the Services

A narrative description of the services provided to the Committee during the First Interim Period is set forth in detail with the time spent and services performed by category in monthly billing statements attached hereto as Exhibit 1.

Overview

This case, from the Committee's view, involves the protection of the approximately 24 – 26 tort claimants who were injured by a former doctor of the Debtor, and a fair payment of their claims in an organized and fair manner.

Applicant's Services

Most recently, Applicant has been assisting the Committee in an attempt to obtain a consensual plan and to protect the tort claimants' rights. In the event a consensual plan cannot be obtained, the Committee has analyzed and is prepared to contest a Plan, which includes issues as to the Debtor's rights to be in bankruptcy.

Summary Of Fees

In summary, the fees sought, by category, are as follows:

1.	Case Administration	\$ 70,048.15
2.	Asset Analysis	\$ 3,138.45
3.	Assumption and/or Rejection of Executory Contracts	\$ 8,935.45
4.	Business Operations	\$ 427.00
5.	Claims Administration and Objections	\$ 8,548.75
6.	Employment/Fee Applications and/or Objections	\$ 3,332.12
7.	Financing and Cash Collateral	\$ 671.00

8.	Litigation / Contested-Adversary proceedings	\$ 17,278.66
9.	Meetings/Communication with Creditors/Committee	\$ 10,003.83
10.	Plan/Disclosure Statement	\$ 46,428.44
11.	D&O Policy	\$ 2,014.87
	Total fees sought	<u>\$170,826.72</u>

Reimbursement of Expenses

In connection with the services provided during the First Interim Period, Applicant incurred traveling expenses in the total amount of \$1,265.76. A summary of these expenses is set forth in Exhibit 2, attached hereto. Copies of invoices or other evidence of payment of these expenses are available upon request. Applicant has not received any reimbursement for these expenses.

STATEMENT PURSUANT TO F.R.B.P 2016(a)

No payments have heretofore been made or promised to the Applicant for services rendered or to be rendered in any capacity whatsoever in connection with this case. Applicant shall look only to the Estate for compensation. Any compensation received by Applicant will be shared among the partners, of counsel attorneys, and associate attorneys of the firm pursuant to its normal income distribution agreements. No agreement or understanding exists between the Applicant and any other entity for the sharing of compensation received or to be received for services rendered in or in connection with the case. For the applicable First Interim Time Period, the Committee and Spencer Fane has provided the Debtor estate with a discount of attorney fees in the total amount of **\$59,275.45**.

REQUEST FOR RELIEF

WHEREFORE, Applicant respectfully requests allowance and payment of interim compensation and reimbursement of expenses in the amounts of \$170,826.72 and \$1,265.76, respectively, pursuant to 11 U.S.C. §§ 330 and 331, for the period of June 16, 2016 through November 30, 2016, and entry of an order authorizing the Committee to disburse to Spencer Fane LLP any and all remaining unpaid fees and expenses due for the First Interim Period set forth above.

Dated: December 20, 2016

Respectfully submitted,

SPENCER FANE LLP

By:/s/ Jamie N. Cotter

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CREDITORS

EXHIBIT 1

**SUMMARY OF SPENCER FANE LLP INVOICES FOR
THE FIRST INTERIM PERIOD 6/15/2016 THROUGH 11/30/2016**

Invoice Number	Month Ending	Amount
569731	June 2016	\$14,002.50
569732	July 2016	\$25,245.55
569733	August 2016	\$34,398.51
569753	September 2016	\$44,299.75
572575	October 2016	\$17,608.50
575366	November 2016	\$36,537.67
	TOTAL:	\$172,092.48

*Copies of any and all invoices available upon request.

EXHIBIT 2

**SUMMARY OF SPENCER FANE LLP EXPENSES FOR
THE FIRST INTERIM PERIOD 6/15/2016 THROUGH 11/30/2016**

Airfare	\$743.96
Lodging	\$401.62
Taxi Fare(s)	\$ 64.21
Meals	\$ 55.94
TOTAL:	\$1,265.73